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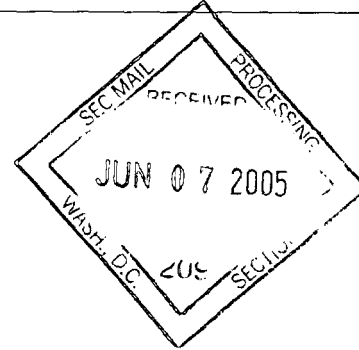
Franklin Resources, Inc.
One Franklin Parkway
San Mateo, CA 94403-1906
tel 650/312.2000
franklintempleton.com

VIA FIRST CLASS MAIL

June 3, 2005



Filing Desk
U.S. Securities and Exchange Commission
450 Fifth Street N.W.
Washington, DC 20549



Re: Woodbury v. Templeton Global Smaller Companies Fund, Inc. and Templeton Investment Counsel, LLC, Case No. 3:05-CV-00301-GPM

Ladies and Gentlemen:


Pursuant to Section 33(a) of the 1940 Act, we are enclosing for filing the following additional pleadings in the above-mentioned action, which we previously reported to your office:

1. Entry of Appearance
2. Plaintiff's Motion to Remand Pursuant to 28 U.S.C. § 1447(d)
3. Memorandum in Support of Plaintiff's Motion to Remand Pursuant to 28 U.S.C. § 1447(d)

Please acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning it in the envelope provided.

Please contact me with any questions at (650) 312-4843.

Sincerely,


Aliya S. Gordon
Associate Corporate Counsel

Encls.

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IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS
(EAST ST. LOUIS, ILLINOIS)

EDMUND WOODBURY, individually and on behalf
of all others similarly situated,

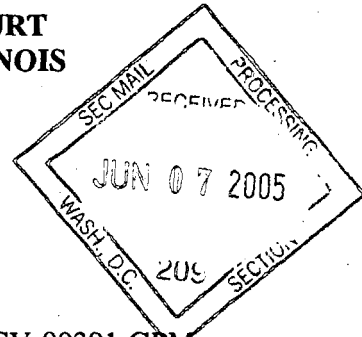
Plaintiff,

vs.

TEMPLETON GLOBAL SMALLER COMPANIES FUND,
INC., a corporation, and TEMPLETON INVESTMENT
COUNSEL, LLC,

Defendants.

No. 3:05-CV-00301-GPM



ENTRY OF APPEARANCE

Comes now ROBERT KING of the law firm of SWEDLOW & KING LLC and hereby
enters his appearance as co-counsel for Plaintiff in the above-captioned matter.

SWEDLOW & KING LLC

By: s/Robert L. King

ROBERT L. KING
701 Market Street, Suite 350
St. Louis, Missouri 63101
Telephone: (314) 241-4844
Facsimile: (314) 241-3525
E-mail: king@swedlowking.com

Attorneys for Plaintiffs and the Class

CERTIFICATE OF SERVICE

The undersigned certifies that service of the foregoing document was made by means of the Notice of Electronic Filing on May 23, 2005 to the following counsel of record:

Glenn E. Davis

Armstrong Teasdale
One Metropolitan Square
211 North Broadway, Suite 2600
St. Louis, MO 63102-2740
gdavis@armstrongteasdale.com

Raymond R. Fournie

Armstrong Teasdale
One Metropolitan Square
211 North Broadway, Suite 2600
St. Louis, MO 63102-2740
rfournie@armstrongteasdale.com

Frank N. Gundlach

Armstrong Teasdale
One Metropolitan Square
211 North Broadway, Suite 2600
St. Louis, MO 63102-2740
fgundlach@armstrongteasdale.com

Martin I. Kaminsky

Pollack & Kaminsky
114 West 47th Street
Suite 1900
New York, NY 10036-8295
mikaminsky@pollacklawfirm.com

Edward T. McDermott

Pollack & Kaminsky
114 West 47th Street
Suite 1900
New York, NY 10036-8295
etmcdermott@pollacklawfirm.com

Daniel A. Pollack

Pollack & Kaminsky
114 West 47th Street
Suite 1900
New York, NY 10036-8295
dapollack@pollacklawfirm.com

Jacqueline P. Ulin

Armstrong Teasdale
One Metropolitan Square
211 North Broadway, Suite 2600
St. Louis, MO 63102-2740
julin@armstrongteasdale.com

Lisa M. Wood

Armstrong Teasdale
One Metropolitan Square
211 North Broadway, Suite 2600
St. Louis, MO 63102-2740
lwood@armstrongteasdale.com

Anthony Zaccaria

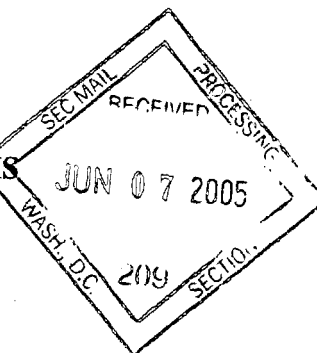
Pollack & Kaminsky
114 West 47th Street
Suite 1900
New York, NY 10036-8295
212-575-4700
azaccaria@pollacklawfirm.com

s/Robert L. King

ROBERT L. KING

701 Market Street, Suite 350
St. Louis, Missouri 63101
Telephone: (314) 241-4844
Facsimile: (314) 241-3525
E-mail: king@swedlowking.com

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF ILLINOIS
(EAST ST. LOUIS, ILLINOIS)



EDMUND WOODBURY, individually and on behalf
of all others similarly situated,

Plaintiff,

vs.

TEMPLETON GLOBAL SMALLER COMPANIES FUND,
INC., a corporation, and TEMPLETON INVESTMENT
COUNSEL, LLC,

Defendants.

No. 3:05-CV-00301-GPM

PLAINTIFF'S MOTION TO REMAND PURSUANT TO 28 U.S.C. § 1447(d)

1. Plaintiff filed this case in 2003.
2. Defendants removed the case once before, and this Court remanded it to state court in 2004.
3. Nothing has taken place in the litigation which makes it removable again now (nor do defendants contend otherwise). Rather, they contend that the decision in *Kircher v. Putnam Funds*, 403 F.3d 478 (7th Cir. 2005), is an "order" within the meaning of 28 U.S.C. § 1446(b) which made the case removable.
4. As discussed in greater detail in the memorandum accompanying this motion, the *Kircher* decision does not constitute the kind of "order" within the meaning of section 1446(b) which authorizes a second removal. *See Doe v. American Red Cross*, 14 F.3d 196 (3d Cir. 1993).
5. Accordingly, this removal is untimely.

WHEREFORE plaintiff requests that the Court enter an order remanding the case to state court pursuant 28 U.S.C. § 1447(d) for the reason that Defendants' second attempted removal is procedurally defective.

SWEDLOW & KING LLC

By: s/Robert L. King

ROBERT L. KING
701 Market Street, Suite 350
St. Louis, Missouri 63101
Telephone: (314) 241-4844
Facsimile: (314) 241-3525
E-mail: king@swedlowking.com

KOREIN TILLERY LLC
STEPHEN M. TILLERY
EUGENE BARASH
10 Executive Woods Court
Swansea, Illinois 62226
Telephone: (618) 277-1180
Facsimile: (314) 241-3525

KOREIN TILLERY LLC
GEORGE A. ZELCS
Three First National Plaza
70 West Madison, Suite 660
Chicago, Illinois 60602
Telephone: (312) 641-9750
Facsimile: (312) 641-9751
E-mail: gzelcs@koreintillery.com

BONNETT, FAIRBOURN,
FRIEDMAN & BALINT, P.C.
ANDREW S. FRIEDMAN
FRANCIS J. BALINT, JR.
2901 N. Central Avenue, Suite 1000
Phoenix, AZ 85012
Telephone: (602) 274-1100
Facsimile: (602) 274-1199

Attorneys for Plaintiffs and the Class

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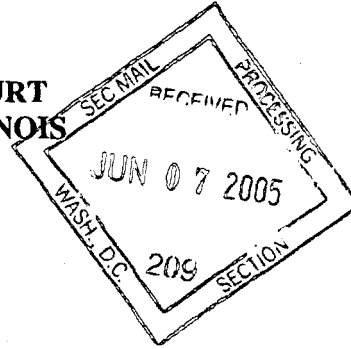
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114 West 47th Street
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No. 3:05-CV-00301-GPM

MEMORANDUM IN SUPPORT OF PLAINTIFF'S MOTION
TO REMAND PURSUANT TO 28 U.S.C. § 1447(d)

INTRODUCTION

The law is clear that a defendant cannot remove the same case a second time on the same grounds because of a change in the law except in a very narrow circumstance which doesn't even arguably exist here. The narrow circumstance in which a court has allowed a defendant to remove a second time on the same grounds due to a change in the law is where the removing defendant had taken an appeal in a similar case, and the higher court ruled that *that specific defendant* could remove such cases; that ruling explicitly depended upon the same defendant being both the appealing defendant in the similar case and in the case removed for the second time.

Here, however, the Templeton defendants have removed in the exact opposite circumstance: they did *not* appeal the first remand order; someone else did in an unrelated case. A change in the law that results from another party's successful appeal in an unrelated case is not a removable event within the meaning of the removal statute. Accordingly, because this removal comes way

The court further held “that an order is sufficiently related when ... the order in the case came from a court superior in the same judicial hierarchy, *was directed at a particular defendant* and expressly *authorized that same defendant to remove* an action against it in another case involving similar facts and legal issues.” *Id.* at 203. The court stressed that its holding was “extremely confined” and “narrow” based on “unique circumstances.” *Id.* at 202, 203. *See also Green v. R.J. Reynolds Tobacco Co.*, 274 F.3d 263, 267 (5th Cir. 2001) (noting that in *Doe* “the court explicitly limited its holding to the situation where *the same party was a defendant in both cases*, involving similar factual situations, and the order expressly authorized removal”).

There is no such circumstance in the present case.

Defendants chose not to appeal this Court’s remand order, and the law unambiguously prohibits a litigant who foregoes an appeal to be the beneficiary of another litigant’s successful appeal of a similar, adverse decision. This Court’s remand order as it applies to *these* Defendants remains unchanged by the Seventh Circuit’s ruling in *Kircher*.

Conclusion

Even if the Court were prepared to hold, contrary to the Seventh Circuit’s decision in *Kircher*, that “the case stated by the initial pleading [was] not removable,” the Templeton defendants’ removal would still be untimely because none of the later removable events enumerated by the statute have occurred in this litigation. As Defendants themselves allege, “[s]ince remand, no activity has taken place in the Circuit Court of Madison County other than” some pre-trial motions and discovery, *none* of which would make this case removable – and Defendants do not contend that any of those events make the case removable. Notice of Removal at ¶ 5. The Seventh Circuit’s ruling in *Kircher* is not an “order ... from which it may first be ascertained that the case is one which is or has become removable” within the meaning of section

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rfournie@armstrongteasdale.com

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